

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

	X	
In re:)	
)	PROMESA
THE FINANCIAL OVERSIGHT AND MANAGEMENT)	Title III
BOARD FOR PUERTO RICO,)	
)	Case No. 17-bk-03283 (LTS)
as representative of)	
)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO, ET AL.,)	
)	
Debtors. ¹)	
	X	

**ERS SECURED CREDITORS' JOINDER TO URGENT RENEWED JOINT MOTION
FOR ORDER AUTHORIZING RULE 2004 EXAMINATION**

To the Honorable United States District Court Judge Laura Taylor Swain and the Honorable
United States Magistrate Judge Judith G. Dein:

The undersigned group of secured creditors (the “ERS Bondholders”)² of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (the “ERS”), respectfully submits this joinder to the *Urgent Renewed Joint Motion by the Ad Hoc Group of General Obligation Bondholders, Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., the Mutual Fund Group, and National Public Finance*

¹ The Debtors in these Title III Cases, along with the Bankruptcy Court case number and the last four digits of each Debtor’s federal tax identification number, as applicable, are (i) The Commonwealth of Puerto Rico (Bankr. Case No. 17-bk-3283 (LTS)) (Last Four Digits of Fed. Tax ID: 3481); (ii) The Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankr. Case No. 17-bk-3566 (LTS)) (Last Four Digits of Fed. Tax ID: 9686); (iii) Puerto Rico Sales Tax Financing Corporation (Bankr. Case No. 17-bk-3284 (LTS)) (Last Four Digits of Fed. Tax ID: 8474); (iv) Puerto Rico Highways and Transportation Authority (Bankr. Case No. 17-bk-3567 (LTS)) (Last Four Digits of Fed. Tax ID: 3808).

² Altair Global Credit Opportunities Fund (A), LLC; Andalusian Global Designated Activity Company; Glendon Opportunities Fund, L.P.; Mason Capital Master Fund LP; Nokota Capital Master Fund, L.P.; Oaktree-Forrest Multi-Strategy, LLC (SERIES B); Oaktree Opportunities Fund IX, L.P.; Oaktree Opportunities Fund IX (PARALLEL 2), L.P.; Oaktree Value Opportunities Fund, L.P.; Ocher Rose, L.L.C.; and SV Credit, L.P.

Guarantee Corporation for Order Authorizing Rule 2004 Examination [ECF # 1870] (the “Renewed Joint Rule 2004 Motion” and the movants, the “Rule 2004 Movants”). In support of this Joinder, the ERS Bondholders respectfully state as follows:

1. The ERS Bondholders hold secured bonds issued by the ERS. The ERS Bondholders previously filed a joinder [ECF # 1340] (the “Initial Joinder Motion”) to the following motions filed on August 25, 2017 by the Rule 2004 Movants’: (A) the *Motion of National Public Finance Guarantee Corporation for Entry of an Order Pursuant to Bankruptcy Rule 2004 Authorizing Discovery* [ECF # 1177], and (B) the *Joint Motion by the Ad Hoc Group of General Obligation Bondholders, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and the Mutual Fund Group for Order Authorizing Rule 2004 Examination* [ECF # 1178] (collectively, the “Previous Rule 2004 Motions”).

2. On September 19, 2017, the Commonwealth of Puerto Rico (the “Commonwealth”), the Puerto Rico Sales Tax Financing Corporation (“COFINA”), the Puerto Rico Highways and Transportation Authority (“HTA”), and ERS (collectively, the “Debtors”), by and through the Financial Oversight and Management Board for Puerto Rico (the “FOMB”), objected to the Previous Rule 2004 Motions [ECF # 1345] and, on September 29, 2017, objected to the ERS Bondholders’ Initial Joinder Motion [ECF # 1380]. On November 7, 2017, the ERS Bondholders filed a reply in support of their Initial Joinder Motion [ECF # 1670] and the Rule 2004 Movants filed replies in support of the Previous Rule 2004 Motions [ECF # 1665, 1668, 1669].

3. At the November 15, 2017 omnibus hearing, the Court denied without prejudice the Previous Rule 2004 Motions [ECF # 1824] and the ERS Bondholders’ Initial Joinder Motion, determining that the discovery was premature, and specified that “[a]ny renewed Rule 2004 Motion shall be based on targeted discovery requests.” *Id.* The court entered an additional order

on November 21, 2017 [ECF # 1847] requiring that any renewed Rule 2004 discovery request directed at the FOMB or the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”) must be limited to “20 targeted requests.” *Id.* Accordingly, the Renewed Joint Rule 2004 Motion contains seventeen targeted requests directed at the FOMB and AAFAF.

4. For substantially the reasons set forth in the Renewed Joint Rule 2004 Motion, the ERS Bondholders request that any order granting the Renewed Joint Rule 2004 Motion provide that the ERS Bondholders receive the information produced in connection with the Renewed Joint Rule 2004 Motion and that the ERS Bondholders be authorized to participate in any related examinations or proceedings. The ERS Bondholders submit that financial transparency is essential to the advancement of all of the Title III cases³ and that providing information to the ERS Bondholders to the extent it is produced to other creditors will not create any additional burdens for the Commonwealth or the Oversight Board.

5. Accordingly, the ERS Bondholders respectfully request that the Renewed Joint Rule 2004 Motion be granted and that the ERS Bondholders be authorized to participate in the Rule 2004 process as set forth herein.

³ Judge Swain has previously emphasized that “transparency is important in these proceedings.” Tr. of Hr’g, at 63:5-9 (May 17, 2017).

In San Juan, Puerto Rico, today December 5, 2017.

By:

/s/ Alfredo Fernández-Martínez

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